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Attorneys for Nominal Defendant APPLE INC. and Defendants
TIMOTHY D. COOK, WILLIAM V. CAMPBELL, MILLARD
DREXLER, ARTHUR D. LEVINSON, ROBERT A. IGER,
ANDREA JUNG, FRED D. ANDERSON and THE ESTATE OF
STEVEN P. JOBS

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

R. ANDRE KLEIN, on behalf of himself
and all other stockholders of APPLE INC.,

Plaintiff,

vs.

TIMOTHY D. COOK, WILLIAM V.
CAMPBELL, MILLARD ("MICKEY")
DREXLER, ARTHUR D. LEVINSON,
ROBERT A. IGER, ANDREA JUNG,
FRED D. ANDERSON, ESTATE OF
STEVEN P. JOBS, deceased, and DOES 1-
30, inclusive,

Defendants,

-and-

APPLE INC., a California corporation,

Nominal Defendant.

Case No. 5:14-cv-03634-EJD

**DECLARATION OF VIVI LEE IN
SUPPORT OF DEFENDANTS' MOTION
TO STAY SHAREHOLDER
DERIVATIVE ACTION**

Date: May 14, 2015
Time: 9:00 a.m.
Courtroom: 4 - 5th Floor
Judge: Honorable Edward J. Davila

DECLARATION OF VIVI LEE

I, **VIVI LEE**, declare as follows:

1. I am an attorney duly licensed before all of the courts of the State of California and the United States District Court for the Northern District of California. I am a counsel in the law firm of O'Melveny & Myers LLP, counsel of record for nominal defendant Apple Inc. ("Apple") and defendants Timothy D. Cook, William V. Campbell, Millard Drexler, Arthur D. Levinson, Robert A. Iger, Andrea Jung, Fred D. Anderson and the Estate of Steven P. Jobs.¹ I make this declaration in support of Defendants' Motion to Stay Shareholder Derivative Action. I have personal knowledge of the matters stated herein and, if called upon, could competently testify thereto.

2. Attached hereto as **Exhibit A** is a true and correct copy of the Complaint filed in the action titled *United States of America v. Adobe Systems, Inc., et al.*, Case No. 1:10-CV-01629-RBW (United States District Court for the District of Columbia) (the "DOJ Action"), on September 24, 2010.

3. Attached hereto as **Exhibit B** is a true and correct copy of the press release issued by the U.S. Department of Justice on September 24, 2010, titled "Justice Department Requires Six High Tech Companies to Stop Entering into Anticompetitive Employee Solicitation Agreements," <http://www.justice.gov/opa/pr/justice-department-requires-six-high-tech-companies-stop-entering-anticompetitive-employee>.

4. Attached hereto as **Exhibit C** is a true and correct copy of the Final Judgment entered in the DOJ Action on March 18, 2011.

5. Attached hereto as **Exhibit D** is a true and correct copy of an article by Miguel

¹ Plaintiff purports to sue the Estate of Steven P. Jobs pursuant to California Probate Code sections 550 and 552 to recover against insurance policies that may have covered Jobs. O'Melveny & Myers represents the Estate and does not represent the insurance companies. The filing of this declaration on behalf of the Estate is not intended to, and does not, waive any terms or conditions in the policies, or any challenges any insurance company may have to the sufficiency of the service of process, personal jurisdiction or any other FRCP 12(b) or other defense to any insurance company's liability for the asserted claims. It is the Estate's understanding that the insurers have reserved all rights and coverage defenses.

1 Helft titled “Tech Firms Said to Be in Talks to Settle Inquiry Over Recruiting,” published by The
2 New York Times on September 17, 2010,
3 <http://www.nytimes.com/2010/09/18/technology/18google.html>.

4 6. Attached hereto as **Exhibit E** is a true and correct copy of an article by Steve Lohr
5 titled “Six Technology Firms Agree to More Hiring Competition,” published by The New York
6 Times on September 24, 2010, <http://www.nytimes.com/2010/09/25/technology/25hiring.html>.

7 7. Attached hereto as **Exhibit F** is a true and correct copy of an article by Brent
8 Kendall titled “Six Tech Firms Settle Federal Hiring Probe,” published by The Wall Street
9 Journal on September 24, 2010,
10 [http://online.wsj.com/news/articles/SB10001424052748703499604575512291550098672#printM](http://online.wsj.com/news/articles/SB10001424052748703499604575512291550098672#printMode)
11 [ode](http://online.wsj.com/news/articles/SB10001424052748703499604575512291550098672#printMode).

12 8. Attached hereto as **Exhibit G** is a true and correct copy of an article by Ben
13 Rooney titled “6 tech giants settle DOJ hiring lawsuit,” published by CNNMoney.com on
14 September 24, 2010,
15 http://money.cnn.com/2010/09/24/technology/DOJ_tech_firms_settle_hiring_charges/#.

16 9. Attached hereto as **Exhibit H** is a true and correct copy of an article by Tom
17 Krazit titled “DOJ settles no-recruit claims against tech companies,” published by CNET on
18 September 24, 2010, [http://www.cnet.com/news/doj-settles-no-recruit-claims-against-tech-](http://www.cnet.com/news/doj-settles-no-recruit-claims-against-tech-companies/)
19 [companies/](http://www.cnet.com/news/doj-settles-no-recruit-claims-against-tech-companies/).

20 10. Attached hereto as **Exhibit I** is a true and correct copy of an article by John
21 Paczkowski titled “DOJ, Tech Companies Settle Hiring Probe,” published by All Things D on
22 September 24, 2010, <http://allthingsd.com/20100924/doj-tech-companies-to-settle-hiring-probe/>.

23 11. Attached hereto as **Exhibit J** is a true and correct copy of an article by Sara
24 Forden and Jeff Bliss titled “Google, Apple, Intel Said Poised for U.S. Agreement on Hiring,”
25 published by Bloomberg on September 25, 2010, [http://www.bloomberg.com/news/print/2010-](http://www.bloomberg.com/news/print/2010-09-24/google-apple-intel-said-poised-for-u-s-agreement-on-hiring.html)
26 [09-24/google-apple-intel-said-poised-for-u-s-agreement-on-hiring.html](http://www.bloomberg.com/news/print/2010-09-24/google-apple-intel-said-poised-for-u-s-agreement-on-hiring.html).

27 12. Attached hereto as **Exhibit K** is a true and correct copy of a forum discussion on
28 the Apple Insider website started on September 24, 2010, titled “US Department of Justice orders

1 Apple to end anticompetitive deals,” [http://forums.appleinsider.com/t/113312/us-department-of-](http://forums.appleinsider.com/t/113312/us-department-of-justice-orders-apple-to-end-anticompetitive-deals)
 2 justice-orders-apple-to-end-anticompetitive-deals.

3 13. Attached hereto as **Exhibit L** is a true and correct copy of a forum discussion on
 4 the MacRumors website started on September 24, 2010, titled “U.S. Department of Justice Orders
 5 Apple and Others to Stop Engaging in Anti-Poaching Agreements,”
 6 <http://forums.macrumors.com/showthread.php?t=1020222>.

7 14. Attached hereto as **Exhibit M** is a true and correct copy of an article by Bryan
 8 Chaffin titled “DoJ: Apple, Google, Adobe Must End Anti-Poaching Agreements,” published by
 9 the Mac Observer on September 24, 2010,
 10 [http://www.macobserver.com/tmo/article/doj_apple_google_adobe_must_end_anti-](http://www.macobserver.com/tmo/article/doj_apple_google_adobe_must_end_anti-poaching_agreements)
 11 poaching_agreements.

12 15. Attached hereto as **Exhibit N** is a true and correct copy of the Shareholder
 13 Derivative Complaint filed in the action titled *The Police Retirement System of St. Louis v. Cook,*
 14 *et al.*, Case No. 1-14-CV-262174 (Superior Court of the State of California, County of Santa
 15 Clara), on March 14, 2014.

16 16. Attached hereto as **Exhibit O** is a true and correct copy of the Shareholder
 17 Derivative Complaint filed in the action titled *Krawczyk v. Cook, et al.*, Case No. 1-14-CV-
 18 266403 (Superior Court of the State of California, County of Santa Clara), on June 11, 2014.

19 17. Attached hereto as **Exhibit P** is a true and correct copy of the Shareholder
 20 Derivative Complaint filed in the action titled *Barto v. Cook, et al.*, Case No. 1-14-CV-267237
 21 (Superior Court of the State of California, County of Santa Clara), on June 27, 2014.

22 18. Attached hereto as **Exhibit Q** is a true and correct copy of the Stipulation to
 23 Consolidate Related Actions and Appoint Lead Counsel, and Related Matters; and Order
 24 Thereon, filed in the action titled *In re Apple Inc. Shareholder Derivative Litigation*, Lead Case
 25 No. 1-14-CV-262174 (Superior Court of the State of California, County of Santa Clara) (the
 26 “State Consolidated Action”), entered on August 14, 2014.

27 19. Attached hereto as **Exhibit R** is a true and correct copy of the Consolidated
 28 Shareholder Derivative Complaint filed in the State Consolidated Action on September 29, 2014.

Executed this 13th day of March 2015 at Menlo Park, California.


Vivi Lee